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BEFORE THE ARIZONA CORPORATION COMMISSION

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Arizona Corporation Commission

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COMMISSIONERS

GARY PIERCE - Chairman
BOB STUMP
SANDRA D. KENNEDY
PAUL NEWMAN
BRENDA BURNS

IN THE MATTER OF THE APPLICATION OF TW
TELECOM INC., TW TELECOM OF ARIZONA
LLC AND THEIR AFFILIATES FOR A LIMITED
WAIVER OF THE RULES GOVERNING PUBLIC
UTILITY HOLDING COMPANIES AND
AFFILIATED INTERESTS.

DOCKET NO. T-03943A-11-0462

PROCEDURAL ORDER

BY THE COMMISSION:

On December 22, 2011, tw telecom, Inc. ("tw telecom") and tw telecom of Arizona, LLC ("TWTA") filed an application with the Arizona Corporation Commission ("Commission") for a limited waiver, under A.A.C. R14-2-806, of the rules governing public utility holding companies and affiliated interests, A.A.C. R14-2-801 *et seq.*, The application states that the limited waiver it seeks would be used in the event any future transaction to which tw telecom is a party meets the definition of a Reorganization under A.A.C. R14-2-801(5) and in the event TWTA intends to consummate a transaction otherwise subject to a A.A.C. R14-2-804(B). tw telecom and TWTA are not requesting a waiver of A.A.C. R14-2-805.

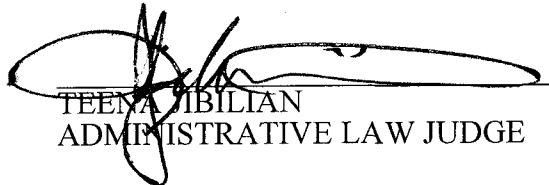
A procedural conference should be held for the purpose of discussing the processing of the application, in particular the request for a waiver under A.A.C. R14-2-806.

IT IS THEREFORE ORDERED that a **procedural conference** shall be held on **January 5, 2012, at 2:30 p.m.**, or as soon thereafter as practicable, at the Commission's office, 1200 West Washington Street, Hearing Room No. 1, Phoenix, Arizona, for the purpose of discussing the processing of the application, in particular the request for a waiver under A.A.C. R14-2-806.

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1 IT IS FURTHER ORDERED that the Administrative Law Judge may rescind, alter, amend,
2 or waive any portion of this Procedural Order either by subsequent Procedural Order or by ruling at
3 hearing.

4 DATED this 21st day of December, 2011.

5
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7 
8 TEENA JIBILIAN
ADMINISTRATIVE LAW JUDGE

9 Copies of the following mailed/delivered
10 this 21st day of December, 2011 to:


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By:


Debbi Person
Assistant to Teena Jibilian